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Signed and Filed: April 9, 2019

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U.S. Bankruptcy Judge

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*Proposed Counsel for Official  
Committee of Tort Claimants*

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

**In re:**  
**PG&E CORPORATION**  
**-and-**  
**PACIFIC GAS AND ELECTRIC  
COMPANY,**  
**Debtors**

Bankruptcy Case  
No. 19-30088 (DM)  
  
Chapter 11  
(Lead Case)  
(Jointly Administered)

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

*\*All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)*

**ORDER PURSUANT TO 11 U.S.C.  
§§ 503(b)(3)(F) AND 105(a)  
ESTABLISHING PROCEDURES FOR  
REIMBURSEMENT OF EXPENSES OF  
MEMBERS OF THE OFFICIAL  
COMMITTEE OF TORT CLAIMANTS  
AND OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS**

1           Upon the Motion dated March 10, 2019, (the “**Motion**”),<sup>1</sup> of the Official Committee of Tort  
2 Claimants (hereafter, the “**Tort Committee**”), in the above-captioned chapter 11 cases (“**Chapter**  
3 **11 Cases**”) of PG&E Corporation and Pacific Gas and Electric Company (collectively, the  
4 “**Debtors**” or “**PG&E**”), pursuant to sections 503(b)(3)(F) and 105(a) of title 11 of the United  
5 States Code (the “**Bankruptcy Code**”), for entry of an order establishing for Tort Committee  
6 members (“**Tort Committee Members**”) an orderly, regular, and efficient process for monthly  
7 allowance and reimbursement of expenses (the “**Member Reimbursement Procedures**”), as more  
8 fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief  
9 requested therein pursuant to 28 U.S.C. §§ 157 and 1334, Order Referring Bankruptcy Cases and  
10 Proceedings to Bankruptcy Judges, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the  
11 Bankruptcy Local Rules for the Northern District of California (the “**Bankruptcy Local Rules**”);  
12 and consideration of the Motion and the requested relief being a core proceeding pursuant to 28  
13 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409;  
14 and the Court having found and determined that notice of the Motion as provided to the parties  
15 listed therein is reasonable and sufficient, and it appearing that no other or further notice need be  
16 provided; and this Court having reviewed the Motion and the response from the Official Unsecured  
17 Creditors Committee (the “**UCC**”) requesting that the UCC members (the “**UCC Members**”) be  
18 included in the Member Reimbursement Procedures; and this Court having held a hearing on the  
19 Motion; and this Court having determined that the legal and factual bases set forth in the Motion  
20 establish just cause for the relief granted herein; and it appearing that the relief requested in the  
21 Motion is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties  
22 in interest; and upon all of the proceedings had before this Court and after due deliberation and  
23 sufficient cause appearing therefor,

24           **IT IS HEREBY ORDERED THAT:**

- 25           1.       The Motion is granted, as provided herein.
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28       <sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

2. Tort Committee Members and UCC Members (collectively, the “**Committee Members**”) may seek reimbursement of expenses reasonably incurred in the performance of their duties as members of the Tort Committee or the UCC, as applicable, in accordance with the Monthly Expenses Procedures set forth hereinbelow.

3. All Committee Member expenses for which reimbursement is sought pursuant to this Order shall be in compliance with, and allowable pursuant to, the Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees for the Northern District of California, dated February 19, 2014.

4. Reimbursement of expenses incurred by anyone other than a Committee Member are not authorized under this Order, including, without limitation, professionals employed by the Tort Committee and the UCC and the Committee Members’ personal lawyers, advisors or consultants, or family members.

5. On or after the 5<sup>th</sup> day of each calendar month, the Tort Committee’s bankruptcy counsel and the UCC’s bankruptcy counsel shall file with the Court a monthly statement on behalf of its respective Committee Members, including relevant expense detail, for interim reimbursement of expenses incurred during the preceding month (a “**Member Monthly Expenses Statement**”).

6. Each Member Monthly Expenses Statement shall be served on the following parties (collectively, the “**Notice Parties**”);

(1) the Debtors c/o Pacific Gas & Electric Company, 77 Beale Street, San Francisco, CA 94105 (Attn: Janet Loduca, Esq.);

(2) the proposed counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Rachael Foust, Esq.) and Keller & Benvenuti LLP, 650 California Street, Suite 1900, San Francisco, CA 94108 (Attn: Tobias S. Keller, Esq. and Jane Kim, Esq.);

(3) counsel for the administrative agent under the Debtors’ debtor-in-possession financing facility, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 (Attn: Kristopher M. Hansen, Esq., Erez E. Gilad, Esq.,

and Matthew G. Garofalo, Esq.) and 2029 Century Park East, Los Angeles, CA 90067-3086 (Attn: Frank A. Merola, Esq.);

(4) the Office of the United States Trustee for Region 17, 450 Golden Gate Avenue, 5th Floor, Suite #05-0153, San Francisco, CA 94102 (Attn: James L. Snyder, Esq. and Timothy Laffredi, Esq.);

(5) the proposed counsel to the Official Committee of Tort Claimants, Baker & Hostetler LLP, 1160 Battery Street, Suite 100, San Francisco, CA 94111 (Attn: Robert A. Julian, Esq. and Cecily A. Dumas, Esq.); and

(6) the proposed counsel to the Official Committee of Unsecured Creditors, Milbank LLP, 2029 Century Park East, 33rd Floor, Los Angeles, CA 90067 (Attn: Thomas Kreller, Esq. and Gregory Bray, Esq).

7. Objections must be filed and served on counsel to the Tort Committee or the UCC, as applicable, and the other Notice Parties no later than the 10<sup>th</sup> day (or the next business day if such day is not a business day) following the date the Monthly Expenses Statement is served (the “**Objection Deadline**”). Upon the expiration of the Objection Deadline, counsel to the Tort Committee or the UCC, as applicable, shall file and serve a certificate of no objection (a “**CNO**”) with the Court with respect to any expenses not subject to objection. Within ten (10) business days following service of a CNO, the Debtors will remit checks to each Committee Member entitled to reimbursement at the address provided to it by such Committee Member.

8. If a portion of the expenses requested in a Monthly Expenses Statement is subject to an objection and the parties are unable to reach a consensual resolution, counsel to the Tort Committee or the UCC, as applicable, may (i) request the Court approve the amounts subject to objection or (ii) forego payment of such amounts until a later hearing, at which time the Court will adjudicate any unresolved objections.

9. Counsel to the Tort Committee and the UCC each shall file applications for final approval of expense reimbursement of all expenses allowed under this Order pursuant to Bankruptcy Code §503(b)(3)(F) within the time frame directed by the Court.

**\*\*END OF ORDER\*\***